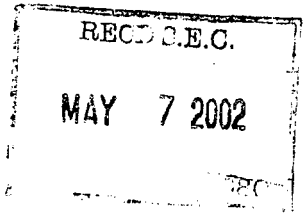


333-13444

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549



Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of

Securities Exchange Act of 1934

For the month of May 2002

- 1- HOLMES FINANCING (No 3) PLC
2- HOLMES FUNDING LIMITED -01
3- HOLMES TRUSTEES LIMITED -02

(Translation of registrant's name into English)

Abbey House, Baker Street
London NW1 6XL, England
(Address of principal executive offices)

PROCESSED

MAY 10 2002

THOMSON
FINANCIAL



Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-FX.... Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No ...X....

4

Holmes Financing (No. 3) PLC
Profit & Loss Account
Period ended 15 April 2002

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Inter-company loan	22,830	25,685
Interest receivable - Cash deposits	-	-
	<u>22,830</u>	<u>25,685</u>
Interest payable - Notes	(22,830)	(25,685)
Interest payable	-	-
	<u>(22,830)</u>	<u>(25,685)</u>
Net operating income	-	-
Other income	42	42
Operating expenses	(42)	(42)
	<u>-</u>	<u>-</u>
Profit on ordinary activities before taxation	-	-
Taxation	-	-
	<u>-</u>	<u>-</u>
Profit on ordinary activities after taxation	-	-
Dividend	-	-
Retained profit brought forward	-	-
	<u>-</u>	<u>-</u>
Retained profit carried forward	<u>-</u>	<u>-</u>

Holmes Financing (No. 3) PLC
Balance Sheet
Period ended 15 April 2002

	£'000
Fixed asset investments	
Loans to Funding	2,167,000
Current assets	
Cash at bank	13
	<u>13</u>
Creditors: Amounts falling due within one year	
Taxation	-
	<u>-</u>
Net current assets	13
Total assets less current liabilities	<u>2,167,013</u>
Creditors: Amounts falling due after more than one year	
Amounts due to noteholders	(2,167,000)
Net assets	<u>13</u>
Capital and reserves	
Share capital	13
Reserves	-
	<u>13</u>

Holmes Financing (No. 3) PLC
Notes Outstanding
Period ended 15 April 2002

	Series 1 Class A	Series 2 Class A	Series 3 Class A
Moody's current rating	Aaa	Aaa	Aaa
S&P current rating	AAA	AAA	AAA
Fitch Ratings current rating	AAA	AAA	AAA
	Series 1 Class B	Series 2 Class B	Series 3 Class B
Moody's current rating	Aa3	Aa3	Aa3
S&P current rating	AA	AA	AA
Fitch Ratings current rating	AA	AA	AA
	Series 1 Class C	Series 2 Class C	Series 3 Class C
Moody's current rating	Baa2	Baa2	Baa2
S&P current rating	BBB	BBB	BBB
Fitch Ratings current rating	BBB	BBB	BBB
	Series 1 Class A	Series 2 Class A	Series 3 Class A
	\$	\$	€
Initial note balance	1,060,000,000	1,060,000,000	805,000,000
Previous quarter's note principal	1,060,000,000	1,060,000,000	805,000,000
Note redemptions	-	-	-
Outstanding note principal	1,060,000,000	1,060,000,000	805,000,000
	Series 1 Class B	Series 2 Class B	Series 3 Class B
	\$	\$	€
Initial note balance	32,500,000	32,500,000	24,000,000
Previous quarter's note principal	32,500,000	32,500,000	24,000,000
Note redemptions	-	-	-
Outstanding note principal	32,500,000	32,500,000	24,000,000
	Series 1 Class C	Series 2 Class C	Series 3 Class C
	\$	\$	€
Initial note balance	53,000,000	53,000,000	50,000,000
Previous quarter's note principal	53,000,000	53,000,000	50,000,000
Note redemptions	-	-	-
Outstanding note principal	53,000,000	53,000,000	50,000,000
<>			
	Series 1 Class A	Series 2 Class A	Series 3 Class A
Note interest margins	12	16	24
Step up dates	N/A	N/A	16/07/2006
Step up margins	N/A	N/A	48
	Series 1 Class B	Series 2 Class B	Series 3 Class B
Note interest margins	35	40	40
Step up dates	16/07/2006	16/07/2006	16/07/2006
Step up margins	70	80	80
	Series 1 Class C	Series 2 Class C	Series 3 Class C
Note interest margins	120	127	150
Step up dates	16/07/2006	16/07/2006	16/07/2006
Step up margins	220	227	250
Interest payment cycle	Quarterly		
Interest payment date	15th or next business day		
Next interest payment date	15/01/2002		
Liquidity facility limit	£	30,000,000	
Liquidity facility drawn		Nil	
Liquidity facility available	£	30,000,000	

Holmes Trustees Limited
Profit & Loss Account
Period ended 15 April 2002

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Mortgages	241,365	248,855
Interest receivable - Cash Deposits	2,382	2,554
	<u>243,747</u>	<u>251,409</u>
Interest payable - Mortgages	(241,365)	(248,855)
Interest payable - Cash Deposits	(2,382)	(2,554)
	<u>(243,747)</u>	<u>(251,409)</u>
Net operating income	-	-
Fees receivable	2,336	2,022
Fees payable	(2,336)	(2,022)
Operating expenses	(3,582)	(3,146)
Provision charges	(178)	(2,278)
Other income	3,760	5,424
Profit on ordinary activities before taxation	<u>-</u>	<u>-</u>
Taxation	-	-
Profit on ordinary activities after taxation	<u>-</u>	<u>-</u>
Dividend	-	-
Retained profit brought forward	-	-
Retained profit carried forward	<u><u>-</u></u>	<u><u>-</u></u>

Holmes Trustees Limited
Balance Sheet
Period ended 15 April 2002

£'000

Fixed asset investments

Mortgage loans secured on residential property

17,822,054

Current assets

Bank interest receivable

554

Cash at bank

167,887

Amounts due from Funding

13,648

182,088**Creditors: Amounts falling due within one year**

Amounts due to Seller

(182,042)

Sundry creditors

(46)

(182,088)

Net current assets

(0)

Total assets less current liabilities

17,822,054**Creditors: Amounts falling after more than one year**

Seller share of mortgage loans

(6,165,551)

Funding share of mortgage loans

(11,656,503)

Net assets

(0)**Capital and reserves**

Share capital (£2)

0

Reserves

00

Holmes Funding Limited
Profit & Loss Account
Period ended 15 April 2002

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Mortgages	132,858	155,270
Interest receivable - Cash Deposits	2,486	2,123
	<u>135,344</u>	<u>157,393</u>
Interest payable - Inter-company loans	(128,013)	(134,365)
Interest payable - Start up loans	(624)	(776)
	<u>(128,637)</u>	<u>(135,141)</u>
Net operating income	6,707	22,252
Other income	3,102	3,220
Operating expenses	(5,211)	(5,985)
Deferred consideration	(4,566)	(20,134)
Profit/(loss) on ordinary activities before taxation	<u>32</u>	<u>(647)</u>
Taxation	(17)	(5)
Profit/(loss) on ordinary activities after taxation	<u>15</u>	<u>(652)</u>
Dividend	-	-
Retained profit/(loss) brought forward	(2,877)	(2,225)
Retained profit/(loss) carried forward	<u>(2,862)</u>	<u>(2,877)</u>

Holmes Funding Limited
Balance Sheet
Period ended 15 April 2002

£'000

Fixed asset investments

Beneficial interest in Trust mortgage portfolio 11,656,503

Current assets

Deferred expenditure (costs of securing) 25,935

Cash at bank:

Reserve funding 154,310

Transaction account 2,376

Funding GIC account 333,314

515,934

Creditors: Amounts falling due within one year

Deferred consideration creditor 77,211

Interest payable accrual 3,590

Amounts due to Trustee 13,648

Sundry creditors 949

Taxation 36

95,433

Net current assets 420,501

Total assets less current liabilities 12,077,004

Creditors: Amounts falling due after more than one year

Inter-company loans (12,023,516)

Start up loans (56,350)

Net assets (2,862)

Capital and reserves

Share capital (£2)

Reserves (2,862)

(2,862)

Holmes Funding Limited
First Issuer Notes to Balance Sheet
Period ended 15 April 2002

	£'000	£'000
Balance on cash accumulation ledger	<u>Nil</u>	
Available credit enhancement		
Reserve fund at closing	<u>13,500</u>	
Initial closing reserve funds	129,075	
Drawings to make bullet repayment	-	
Other drawings	-	
Transfers from revenue receipts	<u>25,235</u>	
Closing reserve balance	<u>154,310</u>	
Target reserve funds	<u>185,000</u>	
Principal deficiency ledger	AAA	BBB
Opening PDL balance	Nil	Nil
Losses this quarter	-	-
PDL top up from revenue income	-	-
Closing PDL balance	<u>Nil</u>	<u>Nil</u>
Start up loan outstanding		
Initial balance	<u>26,250</u>	
Initial closing outstanding	13,000	
Second start up loan	13,250	
Third start up loan	17,500	
Fourth start up loan	7,500	
Fifth start up loan	5,100	
Accrued interest	-	
Repayments made	-	
Closing balance	<u>56,350</u>	
Liquidity facility		
Liquidity facility limit	25,000	
Liquidity facility drawn	-	
Liquidity facility available	25,000	

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HOLMES FINANCING (No 3) PLC

Dated 3rd May, 2002

By



P J Lott (Authorised Signatory)